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-and-

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**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA
 SOUTHERN DIVISION**

In re:

THE RHODES COMPANIES, LLC,
 aka "Rhodes Homes," et al.,¹

Debtors.

Case No.: 09-14814-LBR
 (Jointly Administered)

Chapter 11

Affects:

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☐

All Debtors
 Affects the following Debtor(s)

**NOTICE OF FILING OF AMENDED BUDGET
 RE NOTICE OF EXTENSION OF CASH
 COLLATERAL TERMINATION DATE RE
 FINAL STIPULATED ORDER (I)
 AUTHORIZING USE OF CASH COLLATERAL
 PURSUANT TO SECTIONS 105, 361, 362 AND
 363 OF THE BANKRUPTCY CODE AND (II)
 GRANTING ADEQUATE PROTECTION AND
 SUPER PRIORITY ADMINISTRATIVE
 EXPENSE PRIORITY TO PREPETITION
 SECURED LENDERS RE DEBTORS' MOTION**

¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20 LLC (Case No. 09-14848); Tuscany Acquisitions IV LLC (Case No. 09-14849); Tuscany Acquisitions III LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes

1 **PLEASE TAKE NOTICE** that this notice relates to that NOTICE OF EXTENSION OF
 2 CASH COLLATERAL TERMINATION DATE RE FINAL STIPULATED ORDER (I)
 3 AUTHORIZING USE OF CASH COLLATERAL PURSUANT TO SECTIONS 105, 361, 362
 4 AND 363 OF THE BANKRUPTCY CODE AND (II) GRANTING ADEQUATE PROTECTION
 5 AND SUPER PRIORITY ADMINISTRATIVE EXPENSE PRIORITY TO PREPETITION
 6 SECURED LENDERS RE DEBTORS' MOTION FOR INTERIM AND FINAL ORDERS
 7 PURSUANT TO SECTIONS 105, 361, 362, 363, AND 364, ETC. (the "Notice of Extension"),
 8 [Docket No. 274];

9 **PLEASE TAKE FURTHER NOTICE** that Exhibit A to the Notice of Extension attached a
 10 Budget, which Budget is replaced by the Budget attached hereto as **Exhibit A**.

11
 12 Dated: June 25, 2009

LARSON & STEPHENS

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17 and

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28 Homes Arizona, LLC (Case No. 09- 14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC
 (Case No. 09-14887).

EXHIBIT A

Rhodes Homes 17 Week Cash Flow Forecast
Prepared 6/24/2009

6/24/2009
FINAL

Starting Cash on 6/5/2009 (Projection)		\$ 4,050,698		Actuals	Actuals															
Line #	Week Ending	11 6/12/2009	12 6/19/2009	13 6/26/2009	14 7/3/2009	15 7/10/2009	16 7/17/2009	17 7/24/2009	18 7/31/2009	19 8/7/2009	20 8/14/2009	21 8/21/2009	22 8/28/2009	23 9/4/2009	24 9/11/2009	25 9/18/2009	26 9/25/2009	27 10/2/2009	Totals	
1	Units Closed - Backlog (Sold)	1	0	3	2	4	3	4	4	4	2	0	0	1	0	1	0	0	29	
2	Units Closed - New Sales Not Started (Projected)	0	0	0	0	0	0	0	0	2	2	3	3	2	2	3	3	2	22	
3	Units Closed - Unsold Standing Inventory (Projected)	2	0	0	0	0	1	1	0	1	1	1	0	0	0	0	0	0	7	
4	Net Revenues - Backlog (Sold)	\$ 271,664	\$ -	\$ 710,616	\$ 457,863	\$ 944,297	\$ 528,734	\$ 1,014,112	\$ 786,611	\$ 857,907	\$ 461,518	\$ -	\$ -	\$ 218,941	\$ -	\$ 375,310	\$ -	\$ -	\$ 6,627,573	
5	Net Revenues - New Sales Not started (Projected)	-	5,608	-	-	-	-	-	-	380,000	380,000	570,000	570,000	380,000	380,000	570,000	570,000	380,000	4,185,608	
6	Net Revenues - Unsold Standing Inventory (Projected)	393,361	-	-	-	-	290,750	281,650	-	245,250	363,550	372,650	-	-	-	-	-	-	1,947,211	
7	Revenues - Park Construction	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
8	Tuscany Golf Course Revenues	57,694	56,057	54,000	52,000	48,000	48,000	48,000	48,000	51,000	51,000	51,000	51,000	67,000	-	-	-	25,000	707,751	
9	Pinnacle Grading Revenues	-	-	-	411,364	339,813	-	573,500	2,009,103	-	-	-	304,475	-	-	-	-	-	3,638,255	
10	Miscellaneous Refunds and Fees	75,973	3,986	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	79,959	
11	Total Cash Receipts	798,692	65,651	764,616	921,227	1,332,110	867,484	1,917,262	2,843,714	1,534,157	1,256,068	993,650	925,475	665,941	380,000	945,310	570,000	405,000	17,186,356	
12	Insurance Financing	-	-	-	22,287	-	-	-	-	22,287	-	-	-	22,287	-	-	-	-	89,149	
13	IT Services / Equip.	1,778	-	2,695	8,591	-	-	-	-	8,591	-	-	-	8,591	-	-	-	-	38,835	
14	Storage	-	-	-	1,665	-	-	-	-	1,665	-	-	-	1,665	-	-	-	-	6,660	
15	Rent	-	-	-	30,509	-	-	-	-	30,509	-	-	-	30,509	-	-	-	-	122,035	
16	Brokerage License	-	-	-	1,000	-	-	-	-	1,000	-	-	-	1,000	-	-	-	-	4,000	
17	HOA Fees (1)	21,100	-	-	9,308	-	-	-	-	9,308	-	-	-	9,308	-	-	-	-	58,332	
18	Model Home Leases (2)	3,583	-	-	30,014	-	-	-	-	30,014	-	-	-	30,014	-	-	-	-	123,639	
19	Total 1st of Month Payments	26,461	-	2,695	103,374	-	-	-	-	103,374	-	-	-	103,374	-	-	-	-	442,650	
20	Rhodes Homes Payroll (3)	72,549	72,128	72,549	72,549	72,549	72,549	206,091	80,895	80,895	80,895	80,895	80,895	80,895	80,895	80,895	80,895	80,895	1,449,915	
21	Rhodes Homes Ordinary Course Professionals	-	-	-	5,000	-	-	-	-	20,000	-	-	-	20,000	-	-	-	20,000	65,000	
22	Rhodes Homes Consultants	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
23	Rhodes Homes AZ Payroll	813	813	813	813	813	813	813	813	813	813	813	813	813	813	813	813	813	13,828	
24	Pinnacle Payroll	18,211	18,784	12,800	12,800	11,500	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	194,095	
25	Total Payroll and Benefits	91,573	91,726	86,162	91,162	84,862	83,362	216,905	91,709	111,709	91,709	91,709	91,709	111,709	91,709	91,709	91,709	111,709	1,722,839	
26	Pinnacle (Job Cost)	-	87,821	42,313	267,377	343,756	59,581	499,333	1,013,146	24,363	74,298	24,363	182,550	24,363	74,298	24,363	24,363	28,075	2,794,363	
27	Pinnacle (Equipment Notes Payments)	-	-	93,000	-	-	93,000	-	-	-	93,000	-	-	-	93,000	-	-	-	372,000	
28	RH Vertical Costs to Complete - Backlog+Standing (Unsold)	108,029	88,492	160,490	145,900	136,173	116,720	97,266	72,950	53,497	29,180	14,590	9,727	9,727	4,863	4,863	-	-	1,052,465	
29	RH Vertical Costs to Complete - New Sales Not Started(4)	25,549	16,328	45,500	77,000	108,500	140,000	171,500	218,750	262,500	262,500	262,500	262,500	262,500	262,500	262,500	262,500	262,500	3,165,626	
30	Rhodes Homes Land Dev. (Cost to Complete) (5)	47,702	8,619	75,794	177,906	64,241	28,875	40,692	37,710	18,718	20,130	23,476	31,433	87,654	32,117	23,476	37,510	19,432	775,485	
31	Rhodes Ranch Park (Job Cost)	-	1,672	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	9,597	
32	Rhodes Homes Warranty Repairs (Job Cost)	7,367	1,740	7,500	7,500	7,500	7,500	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	204,107	
33	Rhodes Homes Vertical Costs - A/P	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
34	Rhodes Homes Land Dev. - A/P	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
35	Rhodes Homes Land Dev. - Spirit Underground A/P	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
36	Rhodes Homes Land Dev. - Park A/P	61,197	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	61,197	
37	Total Job Cost	257,768	204,672	424,597	675,683	660,170	445,676	823,791	1,357,555	374,077	494,108	339,929	501,210	399,244	481,779	330,203	339,373	325,007	8,434,840	
38	Sales / Marketing	24,126	2,746	16,070	16,070	16,070	16,070	16,070	16,070	16,070	16,070	16,070	16,070	16,070	16,070	16,070	16,070	16,070	267,928	
39	G & A	12,919	5,370	18,400	18,400	18,400	18,400	18,400	18,400	18,400	18,400	18,400	18,400	18,400	18,400	18,400	18,400	18,400	294,289	
40	Utility Deposits	-	-	3,151	-	-	8,786	-	-	-	-	-	-	-	-	-	-	-	11,937	
41	Builder Subsidies to Tuscany HOA (6)	55,047	-	-	18,349	-	-	-	-	18,349	-	-	-	18,349	-	-	-	18,349	128,443	
42	Sales and Use Tax / Property Taxes	-	-	-	-	-	-	-	-	-	-	-	-	526,937	-	-	-	-	526,937	
43	Debtor's Restructuring Professionals (7)	508,875	-	-	-	300,500	-	-	-	279,250	-	-	-	-	495,250	-	-	530,000	2,113,875	
44	Committee's Restructuring Professionals (8)	-	-	-	75,000	-	-	-	-	75,000	-	-	-	-	114,706	-	-	88,235	352,941	
45	Lenders' Professionals (9)	-	283,024	314,414	-	447,000	-	-	-	365,000	-	-	-	-	340,000	-	-	365,000	2,114,439	
46	US Trustee Payment Center	-	-	-	-	-	-	-	55,000	-	-	-	-	-	-	-	-	-	55,000	
47	Employee & Consultant Housing and Travel Expenses	2,234	-	6,500	4,500	2,000	2,000	2,000	4,500	2,000	2,000	2,000	2,000	4,500	2,000	2,000	2,000	4,500	46,734	
48	G&A Expenditures	603,201	291,141	358,535	57,319	858,970	45,257	36,470	91,470	776,569	36,470	36,470	36,470	584,257	986,426	36,470	36,470	1,040,554	5,912,523	
49	Tuscany Golf Course Costs	138,972	23,826	65,000	94,000	101,200	20,920	67,300	94,000	110,500	51,420	70,800	24,000	169,000	16,120	64,740	15,060	74,240	1,201,098	
50	Starting Cash Position	4,050,698	3,731,417	3,185,702	3,013,329	2,913,019	2,539,925	2,812,194	3,584,990	4,793,970	4,851,898	5,434,260	5,889,001	6,161,088	5,459,445	4,263,412	4,685,600	4,772,988	4,050,698	
51	Projected Net Revenue	798,692	65,651	764,616	921,227	1,332,110	867,484	1,917,262	2,843,714	1,534,157	1,256,068	993,650	925,475	665,941	380,000	945,310	570,000	405,000	17,186,356	
52	Disbursement for Week	1,117,974	611,365	936,989	1,021,538	1,705,203	595,215	1,144,466	1,634,735	1,476,229	673,707	538,908	653,389	1,367,583	1,576,034	523,122	482,612	1,654,883	17,713,950	
53	Ending Cash Position	\$ 3,731,417	\$ 3,185,702	\$ 3,013,329	\$ 2,913,019	\$ 2,539,925	\$ 2,812,194	\$ 3,584,990	\$ 4,793,970	\$ 4,851,898	\$ 5,434,260	\$ 5,889,001	\$ 6,161,088	\$ 5,459,445	\$ 4,263,412	\$ 4,685,600	\$ 4,772,988	\$ 3,523,105	3,523,105	

Notes:

- (1) HOA fees paid for completed communities in which the Company continues to own lots / property - (i) Spanish Hills \$2,760, (ii) Preserves \$48, (iii) \$5,000 X-It, and (iv) \$1,500 West 57th.
- (2) Lease payments paid to owners of model homes (11 units) which are representative of product that continues to be sold in Tuscany and in Rhodes Ranch.
- (3) Week 1 includes Jim Rhodes salary catch-up payment of \$100,000 and \$8,504 of payroll tax liabilities (subject to court approval).
- (4) Vertical construction costs incurred related to prospective, ongoing sales of product that are at the dirt lot phase of construction.
- (5) Land development work as required by development agmts; includes \$238,560 of work required for bond exonerations and \$137,495 related to renewal of performance bonds.
- (6) Includes monthly (i) \$1,600 sales office rent estimate and (ii) \$16,749 Tuscany HOA support.
- (7) Payments to Pachulski-Stang, Larson & Stephens, Omni, Acceleron Group and the Sullivan Group.
- (8) Payments to Beckett; Holdback of \$39,706 on 9/11.
- (9) Payments to WCP, Akin Gump, Koslear & Leatham.